UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK	
SECURITIES AND EXCHANGE COMMISSION,	: : :
Plaintiff,	: :
VS.	: Case No. 07 CV 11387 (DLC)(DF)
BRIAN N. LINES, et al.,	: :
Defendants.	: : :

DECLARATION OF DAVID WILLIAMS IN SUPPORT OF PLAINTIFF'S MOTION FOR PARTIAL SUMMARY JUDGMENT

- I, David Williams, pursuant to 28 U.S.C. §1746, declare as follows:
- I am over 18 years of age and am employed as an Assistant Chief Litigation
 Counsel in the Division of Enforcement of the United States Securities and Exchange
 Commission ("Commission"). My duties are to conduct the litigation of matters involving
 potential violations of the United States securities laws. I make this Declaration in support of the
 Commission's Motion for Partial Summary Judgment.
- 2. I make this Declaration based upon personal knowledge. The sources of my personal knowledge are documents obtained and reviewed by myself and/or other Commission staff working with me. Because the Commission submits this Declaration for the limited purpose of supporting its Motion, I have not set forth each and every fact that I know about the investigation.
- 3. I have searched the SEC's EDGAR database and according to that database, SHEP Technologies, Inc., has not filed at any time any registration statement with the Commission.

Other than a prospectus dated November 16, 2001, and supplemented on February 26, 2002, Sedona Software Solutions has likewise not filed any registration statement with the Commission.

4. I have searched the SEC's EDGAR database and according to that database neither Scott Lines nor Brian Lines have made any 13D or 16(a) filings with respect to SHEP Technologies or Sedona Software Solutions. The database does reveal that Brian Lines filed a Schedule 13D/A with respect to Sonterra Resources [filed 5-29-2008], that Scott Lines filed a Schedule 13D/A with respect to River Capital Group [filed 6-07-2008], both Brian and Scott Lines filed a Schedule 13D with respect to an entity called Ballistic Ventures [filed 10-23-2003], both Brian and Scott Lines filed a Schedule 13D [filed 10-27-2003] and Schedule 13G-A [1-09-2004] with respect to an entity called Orsa Ventures Corp., and both Brian and Scott Lines filed with respect to an entity called Ballistic Ventures, Forms 3 and 4 [all dated 10-23-2003], pursuant to Section 16(a).

Pursuant to 28 U.S.C. §1746, I, David Williams, declare under penalty of perjury that the foregoing is true and correct.

Executed on January 25, 2010 Washington, DC

/s/ David Williams

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